UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re **Chapter 11 Case**

MOTORS LIQUIDATION COMPANY, et al., No. 09-50026 (REG)

f/k/a General Motors Corp., et al.

(Jointly Administered)

Debtors.

Memorandum and Order re UAW-New GM Dispute

I have conferred with Judge Cohn to avoid any clash of jurisdiction. I will still decide the threshold issues as to whether I have exclusive jurisdiction over the underlying controversy and, if so, whether I should exercise it, and I will provide for appropriate time for the parties to present their respective positions on those issues. My directions to the parties in yesterday's conference call remain unchanged. But for the avoidance of doubt, I am expressly declaring that New GM and the UAW are authorized to attend the upcoming conference before Judge Cohn and any other conferences he might desire, and, of course, to brief him, as he considers appropriate, on the proceedings that took place before me, and on the schedule for the briefing and hearing of the threshold issues I will determine.

Dated: New York, New York s/Robert E. Gerber

October 29, 2010 United States Bankruptcy Judge